



CORPORATION SERVICE COMPANY

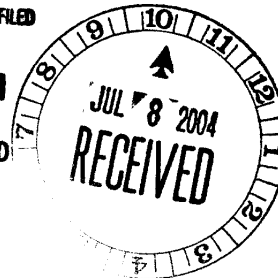
July 7, 2004

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

RECORDATION NO. 25046 FILED

JUL 08 '04 5-10 PM

SURFACE TRANSPORTATION BOARD



Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 30, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **Agri Advisory Associates**  
3475 Oak Hill Road, PO Box 715, Wooster, OH 44691

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **Agri Advisory Associates**, covering 15 rail cars with reporting marks and numbers: CEFX 151267 – CEFX 151386 – NOT INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist  
Enclosure

## MEMORANDUM OF RAILCAR LEASE

JUL 08 '04

5-10 PM

THIS MEMORANDUM OF RAILCAR LEASE dated as of JAN 30, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and AGRI ADVISORY ASSOCIATES, a corporation, with an address at 3475 Oak Hill Road, P.O. Box 715, Wooster, OH 44691 (the "Lessee" and, together with the Lessor, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of JAN 30, 2004 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written..

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph T. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

AGRI ADVISORY ASSOCIATES

By: Gerald F. Campbell  
Name: GERALD F CAMPBELL  
Title: Pres

## Schedule A

Number of Cars		Equipment Description
15		4,750 C.F. covered hopper car with gravity gates and trough hatches
1	CEFX	151267
2	CEFX	151274
3	CEFX	151292
4	CEFX	151311
5	CEFX	151334
6	CEFX	151335
7	CEFX	151336
8	CEFX	151345
9	CEFX	151346
10	CEFX	151349
11	CEFX	151375
12	CEFX	151376
13	CEFX	151377
14	CEFX	151380
15	CEFX	151386